

CRAVATH, SWAINE & MOORE

DEC 10 '98

10-55 AM

SAMUEL C. BUTLER
 GEORGE J. GILLESPIE, III
 THOMAS D. BARR
 MELVIN L. BEDRICK
 GEORGE T. LOWY
 ROBERT ROSENMAN
 ALAN J. HRUSKA
 JAMES M. EDWARDS
 FREDERICK A.O. SCHWARZ, JR.
 CHRISTINE BESHAR
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 THOMAS R. BROME
 ROBERT D. JOFFE
 HERBERT L. CAMP
 ALLEN FINKELSON
 RONALD S. ROLFE
 PAUL C. SAUNDERS
 MARTIN L. SENZEL

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 ALAN C. STEPHENSON
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 STUART W. GOLD
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 PATRICIA GEOGHEGAN
 D. COLLIER KIRKHAM
 MICHAEL L. SCHLER
 DANIEL P. CUNNINGHAM
 KRIS F. HEINZELMAN
 B. ROBBINS KIESSLING
 ROGER D. TURNER
 PHILIP A. GELSTON
 RORY O. MILLSON
 NEIL P. WESTREICH
 FRANCIS P. BARRON
 RICHARD W. CLARY
 WILLIAM P. ROGERS, JR.

WORLDWIDE PLAZA
 825 EIGHTH AVENUE
 NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
 FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET
 LONDON EC4R 9DU ENGLAND
 TELEPHONE: 44-171-453-1000
 FACSIMILE: 44-171-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER
 3 GARDEN ROAD, CENTRAL
 HONG KONG
 TELEPHONE: 852-2509-7200
 FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER

(212) 474-1558

JAMES D. COOPER
 STEPHEN L. GORDON
 ROBERT A. KINDLER
 DANIEL L. MOSLEY
 GREGORY M. SHAW
 PETER S. WILSON
 JAMES C. VARDELL, III
 ROBERT H. BARON
 KEVIN J. GREHAN
 W. CLAYTON JOHNSON
 STEPHEN S. MADSEN
 C. ALLEN PARKER
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 WILLIAM B. BRANNAN
 LEWIS R. STEINBERG
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 WILLIAM H. WIDEN
 TIMOTHY G. MASSAD
 DAVID MERCADO
 ROWAN D. WILSON

JOHN T. GAFFNEY
 PETER T. BARBUR
 SANDRA C. GOLDSTEIN
 PAUL MICHALSKI
 THOMAS G. RAFFERTY
 MICHAEL S. GOLDMAN
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 ELIZABETH L. GRAYER
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 JEFFREY A. SMITH
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 WILLIAM J. WHELAN, III

1055 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

December 11, 1998

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of December 2, 1998. The primary document to which this is related is the Memorandum of Lease Agreement dated as of December 2, 1998, presented to the Board for recordation today.

The names and addresses of the parties to the primary document are as follows:

ASSIGNOR: UP 1998 Trust for GECC No. 2
 in care of Wilmington Trust Company
 Ten Rodney Square North
 Wilmington, Delaware 19890

ASSIGNEE: Wilmington Trust FSB
 3773 Howard Hughes Parkway
 Las Vegas, Nevada 89109

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the address shown above.

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of December 2, 1998, between the UP 1998 Trust for GECC, as assignor, and Wilmington Trust FSB, as assignee, covering the Lease Agreement dated as of December 2, 1998, between UP 1998 Trust for GECC and Union Pacific Railroad Company, and the Lease and Indenture Supplement covering 27 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Elliot Karathanasis

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Washington, D. C. 20423

Encl.

Schedule A
(Transaction dated December 2, 1998,
UP 1998 Trust for GECC No. 2)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
27 General Electric model AC6000 diesel-electric locomotives		7528--7554, inclusive

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MEMORANDUM OF LEASE ASSIGNMENT dated as of December 2, 1998, between UP 1998 TRUST FOR GECC NO. 2, a Delaware trust (hereinafter called the **Assignor**), and WILMINGTON TRUST FSB, a federal savings bank, as indenture trustee under the Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Assignee**).

WHEREAS the Assignor and Union Pacific Railroad Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto are being assigned by the Assignor to the Assignee.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Assignee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

UP 1998 TRUST FOR GECC NO. 2

by WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as trustee,

by 

WILMINGTON TRUST FSB, as indenture
trustee, as aforesaid

by 

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

SS.:

On this 8th day of December, 1998, before me personally appeared Emmett R. Harmon, to me personally known, who, by me being duly sworn, says that he is Vice President of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said trust company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

Kathleen A. Pedelini
Notary Public

My commission expires

KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

SS.:

On this 8th day of December, 1998, before me personally appeared Norma P. Closs, to me personally known, who, by me being duly sworn, says that he is a Vice President of WILMINGTON TRUST FSB, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Kathleen A. Pedelini
Notary Public

My commission expires

KATHLEEN A. PEDELINI
NOTARY PUBLIC-DELAWARE
My Commission Expires Oct. 31, 2002

SCHEDULE A
(Transaction dated December 2, 1998,
UP 1998 Trust for GECC No. 2

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
27 General Electric model AC6000 diesel-electric locomotives		7528--7554, inclusive